



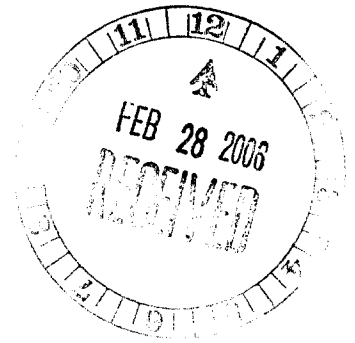
CORPORATION SERVICE COMPANY

RECORDATION NO. 26148-A FILED

FEB 28 '06

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SURFACE TRANSPORTATION BOARD



February 27, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 150765-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 20, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **ALBEMARLE CORP**
451 Florida Street Baton Rouge, LA 70801

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ALBEMARLE CORP** covering 43 tank cars with reporting marks and numbers – PLMX 76200 – PLMX 76419 – NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #26148 dated 01/25/06 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of December 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ALBEMARLE CORP., a Delaware corporation, with an address at 451 Florida Street, Baton Rouge, LA 70801 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 21, 2005 covering certain equipment described therein and with respect to which hereto a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 25, 2006 as recordation number 26148.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine English
Name: Catherine English
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ALBEMARLE CORP.

By: [Signature]
Name: WALTER ILG
Title: DIR. GLOBAL LOGISTICS

Schedule A

Number of Cars

Equipment Description

43 22,000 through 24,000 gallon capacity tank cars, exterior coiled, insulated

1	PLMX	76200
2	PLMX	76297
3	PLMX	76298
4	PLMX	76299
5	PLMX	76301
6	PLMX	76303
7	PLMX	76304
8	PLMX	76305
9	PLMX	76306
10	PLMX	76307
11	PLMX	76308
12	PLMX	76385
13	PLMX	76386
14	PLMX	76388
15	PLMX	76389
16	PLMX	76390
17	PLMX	76391
18	PLMX	76393
19	PLMX	76394
20	PLMX	76395
21	PLMX	76396
22	PLMX	76397
23	PLMX	76398
24	PLMX	76399
25	PLMX	76400
26	PLMX	76401
27	PLMX	76402
28	PLMX	76403
29	PLMX	76404
30	PLMX	76405
31	PLMX	76406
32	PLMX	76407
33	PLMX	76408
34	PLMX	76410
35	PLMX	76411
36	PLMX	76412
37	PLMX	76413
38	PLMX	76414
39	PLMX	76415
40	PLMX	76416
41	PLMX	76417
42	PLMX	76418
43	PLMX	76419